



Norfolk Southern Corporation
Law Department
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Norfolk, Virginia 23510-2191

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2-157A002

June 3, 1992

RECORDATION NO

9316

FILED 148

JUN 5 1992 10 45 AM

INTERSTATE COMMERCE COMMISSION

NOTOR OPERATING UNIT

JUN 5 10 34 AM '92

Mr. Sidney Strickland
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D. C. 20423

Dear Mr. Strickland:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission four (4) counterparts, properly executed and acknowledged, of the document described below.

This document is a Statement of New Numbers, a secondary document, dated as of June 2, 1992. The primary document to which this is connected is recorded under Recordation No. 9316.

The names and addresses of the parties to the document to which this secondary document is connected are as follows:

TRUSTEE/LESSOR: Citibank, N.A.
5 Hanover Square
New York, New York 10043

LESSEE/GUARANTOR: Norfolk Southern Railway Company
(formerly Southern Railway Company)
Three Commercial Place
Norfolk, Virginia 23510

The equipment covered by the document is generally described as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (old numbers)</u>
7	CUF Insulated Boxcars	XPI	SOU 585113, 585054 585131, 585097 585115, 585053 585170

A fee of \$16.00 is enclosed. Please return three of the original counterparts of the document, stamped with the Commission's recordation data, to J. Gary Lane, Norfolk Southern Corporation, Three Commercial Place, Norfolk, Virginia 23510.

A short summary of the document to appear in the index follows:

Statement of New Numbers dated as of June 2, 1992, with respect to Equipment Trust Agreement with Recordation No. 9316, dated March 15, 1978, covering seven boxcars, numbered SOU 585113, 585054, 585131, 585097, 585115, 585053 and 585170, changed to NS 441004, 441005, 441006, 441007, 441008, 441009 and 441010, respectively.

Very truly yours,


J. Gary Lane

jgl
encl.

STATEMENT OF NEW NUMBERS

EXAMINATION NO. 9316-14
JUN 5 1992 - 10 45 AM
INTERSTATE COMMERCE COMMISSION

STATEMENT OF NEW NUMBERS ASSIGNED TO SEVEN (7) BOXCARS BEARING THE SOUTHERN RAILWAY COMPANY ROAD NUMBERS SOU 585113, 585054, 585131, 585097, 585115, 585053 AND 585170, SUBJECT TO AN EQUIPMENT TRUST AGREEMENT DATED AS OF MARCH 15, 1978, BETWEEN NORFOLK SOUTHERN RAILWAY COMPANY (FORMERLY NAMED SOUTHERN RAILWAY COMPANY) AND CITIBANK, N.A., AS TRUSTEE

Old Road Number
Assigned

SOU 585113
SOU 585054
SOU 585131
SOU 585097
SOU 585115
SOU 585053
SOU 585170

New Road Number
Assigned

NS 441004
NS 441005
NS 441006
NS 441007
NS 441008
NS 441009
NS 441010

IN WITNESS WHEREOF, Norfolk Southern Railway Company has caused this instrument to be executed in its corporate name by its duly authorized officer, and its corporate seal to be hereunto affixed, duly attested, as of the 2nd day of June, 1992.

NORFOLK SOUTHERN RAILWAY COMPANY

By: [Signature]
Vice President

ATTEST:
[Signature]
Assistant Corporate Secretary

COMMONWEALTH OF VIRGINIA)

CITY OF NORFOLK)

SS:

On this *2nd* day of *June*, 1992, before me personally appeared *A. J. Phillaman*, to me personally known, who being by me duly sworn, says that he is a Vice President of Norfolk Southern Railway Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument by him on this date was the free act and deed of said corporation.

Karen H. Sublett

Notary Public

My Commission expires:

January 31, 1995